



297477

UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:OUTBOARD MARINE
CORPORATION, et al.,

Debtors.

)
) Chapter 7
) (Converted)
) Case No. 00-37405
) (Jointly Administered)
)
) Hon. John H. Squires
)

CONSENT DECREE

In re:

OUTBOARD MARINE
CORPORATION, et al.,

Debtors.

UNITED STATES OF AMERICA, and
PEOPLE OF THE STATE OF ILLINOIS,

Plaintiffs,

v.

ALEX D. MOGLIA, not individually, but as
chapter 7 Trustee for the estate of Outboard Marine
Corporation and its related debtor entities,

Defendant.

Case No. 02-CV-6131
Hon. Charles R. Norgle

WHEREAS, OMC's bankruptcy estate formerly owned Plant 2 and on November 5, 2001, the Trustee filed a motion to abandon Plant 2, which was objected to by the United States on behalf of the U.S. Environmental Protection Agency ("U.S. EPA") and the State of Illinois on behalf of the Illinois Environmental Protection Agency ("Illinois EPA");

WHEREAS, on May 3, 2002, the United States on behalf of U.S. EPA and State of Illinois on behalf of Illinois EPA filed an Adversary Proceeding, United States and State of Illinois v. Alex D. Moglia, not individually, but as Chapter 7 Trustee for the Estate of Outboard Marine Corporation, Adv. Pro. No. 02A00577 (the "Adversary Proceeding"), which seeks injunctive relief against the Trustee to enforce, inter alia, compliance with Section 7003 of the Solid Waste Disposal Act, commonly known as the Resource Conservation and Recovery Act ("RCRA"), 42 U.S.C. § 6973. Specifically, the Complaint seeks to require OMC's bankruptcy estate to take cleanup action pursuant to RCRA with respect to a chlorinated solvent groundwater plume (the "Groundwater Plume") emanating from property commonly known as Plant 2 located at or near 80-100 Seahorse Drive in Waukegan, Illinois. The Complaint also seeks compliance with the District Court's Order and Consent Decree pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1970, 42 U.S.C. §§ 9601 et seq. ("CERCLA") in United States and State of Illinois v. Outboard Marine Corp., Civil Action No. 88-C-8571 (N.D. Ill) requiring, inter alia, performance of operation and maintenance of polychlorinated biphenyl ("PCB") containment cells situated near Waukegan Harbor and Lake Michigan and public beaches. The Complaint also alleges various violations of the Illinois Environmental Protection Act, 415 ILCS 5/1 et seq. (the "Illinois Act");

WHEREAS, on January 2, 2003, the District Court withdrew reference of the Adversary Proceeding from the Bankruptcy Court;

WHEREAS, in July 2002, the parties hereto entered into a Settlement Agreement ("First Settlement Agreement"), which permitted the Trustee to abandon Plant 2 upon the completion of specified work and making of a required payment but reserved the parties rights and defenses with respect to the Adversary Proceeding;

WHEREAS, the Trustee completed the required work and made the payment (as modified by later agreement) and the Bankruptcy Court authorized the abandonment of Plant 2 by Order dated December 10, 2002;

WHEREAS, on November 15, 2002, the U.S. EPA filed a Proof of Claim in the Bankruptcy Case seeking the recovery of environmental response costs incurred or obligated, or that will be incurred or obligated, by U.S. EPA under CERCLA, with respect to the following facilities: parts of the Waukegan, Illinois Facility ("Waukegan Facility") in Lake County, Illinois, including but not limited to the Waukegan Harbor Site, the Waukegan Coke Plant Site, and Plant 2; the HOD Landfill Site located in Antioch, Lake County, Illinois; the Marina Cliffs/Northwestern Barrel Site, South Milwaukee, Wisconsin; and the Aqua-Tech Environmental, Inc. Site located in Greer, South Carolina;

WHEREAS, on November 15, 2002, Illinois EPA and the Illinois Department of Natural Resources filed a Proof of Claim in the Bankruptcy Case seeking recovery of environmental response costs incurred or obligated by Illinois EPA under the Illinois Act and CERCLA with respect to the following facilities: parts of the Waukegan Facility, including but not limited to the Waukegan Harbor Site, the Waukegan Coke Plant Site, and Plant 2, and the Galesburg Site in Galesburg, Knox County, Illinois ("Galesburg Site"); and for natural resource damages under CERCLA at the Yeoman Creek Site in Waukegan, Lake County, Illinois;

WHEREAS, the Proofs of Claim state the position of the United States and the State of Illinois that the Trustee must perform the injunctive relief sought in the Adversary Proceeding and that the United States and the State of Illinois do not agree with the Trustee's position that such injunctive relief is a monetary claim under the Bankruptcy Code;

WHEREAS, the Trustee disputes many of the contentions and allegations of the United States and State of Illinois in the Adversary Proceeding and in their Proofs of Claim and contends that the relief sought in the Adversary Proceeding is a monetary claim;

WHEREAS, in any settlement of the Adversary Proceeding, the Trustee is not willing to perform work but is willing to enter into a settlement whereby it contributes to the performance of work by paying money to a Special Account in the EPA Hazardous Superfund that will be used for performance of work relating to the Groundwater Plume;

WHEREAS, in any settlement of the Adversary Proceeding, the Trustee is not willing to contribute to the performance of work pursuant to a cause of action solely under RCRA, but is willing to enter into a settlement for contribution to the performance of work relating to the Groundwater Plume that is in resolution of and pursuant to causes of action under both CERCLA and RCRA;

WHEREAS, the Trustee contends that it has a limited ability to pay for the work sought in the Adversary Proceeding and wishes to rely in significant part on insurance proceeds to pay for its contribution toward the performance of work;

WHEREAS, on October 7, 2003, the Trustee filed a motion to approve a settlement agreement with the Liberty Mutual Insurance Company whereby the latter would buy back certain general liability policies ("Policies") for \$1.5 million ("Settlement Proceeds") that would be distributed to Environmental Creditors by equitable allocation of the Bankruptcy Court in an adversary proceeding class action subsequently brought by the Trustee against the Environmental Creditors on November 18, 2003 (the "Class Action");

WHEREAS, on or about September 25, 2003, U.S. EPA, Illinois EPA, and the Illinois Department of Natural Resources filed Statements of Interest relating to the Trustee's Motion to

Approve Settlement Agreement With Liberty Mutual Insurance Company, and on or about December 23, 2003, filed Answers to the Trustee's Class Action based on the OMC Estate's environmental liabilities to U.S. EPA, Illinois EPA, and the Illinois Department of Natural Resources;

WHEREAS, the Trustee, the United States and State of Illinois wish to settle, compromise, and resolve their differences with respect to the Adversary Proceeding, the Proofs of Claim, and the Class Action as provided herein,

NOW, THEREFORE, in consideration of the mutual promises contained herein, and for other good and valuable consideration receipt of which is hereby acknowledged;

IT IS HEREBY STIPULATED and agreed to by and between the parties hereto, subject to approval by the Bankruptcy Court and District Court, as follows, and upon approval by the Bankruptcy Court and District Court, it is hereby ORDERED that:

1. In settlement of all claims for relief and causes of action asserted in the Adversary Proceeding, as amended, and as a contribution towards performance of work relating to the Groundwater Plume under CERCLA, RCRA, and the Illinois Act, the Trustee shall pay U.S. EPA \$2,600,000. The payment of \$2,600,000 shall be made within ten days after the approval of this Consent Decree (provided that such approval is not stayed) by both (a) the Bankruptcy Court and (b) the District Court. Payment shall be made by FedWire Electronic Funds Transfer ("EFT" or wire transfer) to the U.S. Department of Justice account in accordance with current electronic funds transfer procedures, referencing U.S.A.O. file number 2001v00030, the U.S. EPA Region and Site/Spill ID # 0528, and DOJ case number 90-11-3-07051/1. Payment shall be made in accordance with instructions provided to the Trustee by the Financial Litigation Unit of the United States Attorney's Office for the Northern District of Illinois. The Trustee shall also

send notice that such payment has been made to: the Department of Justice and Illinois Attorney General's Office at the addresses indicated in Paragraph 18. The payment required by this Paragraph shall be deposited by U.S. EPA in the OMC Plant 2 Special Account within the U.S. EPA Hazardous Substance Superfund to be retained and used to conduct or finance response actions in connection with the Groundwater Plume emanating from Plant 2. In the event that approval of the Consent Decree by the Bankruptcy Court or District Court is stayed, the Trustee shall deposit the \$2,600,000 into a segregated interest-bearing account. Within ten days of the lifting of any stay or final resolution of any appeal upholding the settlement, the Trustee shall pay the \$2,600,000 plus all accumulated interest to U.S. EPA as provided in this paragraph. If the settlement is rejected by final order after the exhaustion of any further permissible appeals, the Trustee may return the \$2,600,000 plus all accumulated interest to the estate's general funds.

2. The Trustee intends to fund its contribution toward work in significant part from insurance proceeds that are at issue in the Class Action. The U.S. EPA and Illinois EPA hereby assign to the Trustee their rights to recover in the Class Action on account of the Groundwater Plume, including the U.S. EPA Allowed Non-Recourse Claim described in Paragraph 3 below so that the Trustee can obtain partial reimbursement for the contribution towards work provided for in Paragraph 1 (the "Assigned Rights"). The U.S. EPA and Illinois EPA shall also execute such documents (excluding affidavits or declarations) as are consistent with governmental practice in other cases and as the Trustee may request in order to effectuate the assignment of the Assigned Rights and the OMC Estate's realization of the Settlement Proceeds attributable to the Assigned Rights. The Assigned Rights shall not in any way be reduced on account of this Consent Decree because this Consent Decree is an ability to pay settlement that already takes into account the limited insurance proceeds (which are far less than the U.S. EPA Allowed Non-Recourse Claim)

and other assets available to the Trustee. However, the Trustee's obligations under this Consent Decree shall in no way be dependent or contingent upon or be delayed to await any particular outcome or resolution of the Class Action or Trustee's litigation relating to insurance proceeds. The Trustee's obligations under this Consent Decree shall not be affected in any way by any unsuccessful outcome for the Trustee in the Class Action or in any litigation relating to insurance proceeds.

3. For purposes of enabling the Trustee to obtain appropriate reimbursement in the Class Action based on the proportional amounts of environmental liabilities at issue in the Class Action, U.S. EPA shall have an allowed general unsecured claim of \$12,000,000 for the Groundwater Plume ("U.S. EPA Allowed Non-Recourse Claim"), which has been assigned to the Trustee as provided in Paragraph 2 above. The U.S. EPA Allowed Non-Recourse Claim shall entitle U.S. EPA to no recourse against or distribution of any kind from the OMC Estate, and the U.S. EPA hereby waives any such recourse or distribution in connection with the U.S. EPA Allowed Non-Recourse Claim, provided, however, that (i) nothing in this sentence affects in any way the Trustee's obligation to pay \$2,600,000 as provided in Paragraph 1 above and (ii) the Trustee will notify United States and State of Illinois at the addresses set forth in Paragraph 18 if more than \$2,600,000 in insurance proceeds become available in the Class Action or Bankruptcy Case in which case all parties reserve all rights with respect to such insurance proceeds exceeding \$2,600,000. With respect to insurance proceeds up to \$2,600,000 and without prejudice to the Assigned Rights of the Trustee, U.S. EPA and Illinois EPA waive all rights of recovery or distributions to U.S. EPA or Illinois EPA in the Class Action on account of any claim or cause of action.

4. In addition to the payment for work provided in Paragraph 1, in full settlement of all claims in U.S. EPA's Proof of Claim, the U.S. EPA shall have allowed general unsecured claims of \$243,000 for the HOD Landfill Site; \$100,000 for the Marina Cliffs/Northwestern Barrel Site; \$45,000 for the Aqua-Tech Environmental Site; and \$1,612,000 for the Waukegan Harbor Site and Plant 2 (other than for the Groundwater Plume) (collectively, the "U.S. EPA Allowed Recourse Claims").

5. The total amount of the U.S. EPA Allowed Recourse Claims shall be \$2,000,000. Distributions to U.S. EPA on account of the U.S. EPA Allowed Recourse Claims shall be treated in accordance with the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* ("Bankruptcy Code"), shall occur at the same time as the Trustee's distribution(s) on account of other allowed general unsecured claims in the OMC bankruptcy case, and shall be made by checks made payable to "EPA Hazardous Substance Superfund," referencing the name and address of the Trustee, U.S. EPA Region 5, Site/Spill ID # 0528, and the DOJ case number 90-11-3-07051/1. The Trustee shall send the check(s) to:

U.S. EPA, Region 5
Attn: Superfund Accounting
P.O. Box 70753
Chicago, IL 60673

with copies provided to U.S. EPA, the Department of Justice, and the Illinois Attorney General at the addresses set forth in Paragraph 18 below. Distributions received on account of the U.S. EPA Allowed Recourse Claims will either be deposited in site-specific special accounts within the U.S. EPA Hazardous Substance Superfund to be retained and used to conduct or finance response actions at or in connection with those sites, or be deposited into the U.S. EPA Hazardous Substance Superfund.

6. In addition to the payment for work provided for in Paragraph 1, in full resolution of all claims in Illinois EPA's and the Illinois Department of Natural Resources' Proof of Claim, Illinois EPA shall have an allowed general unsecured claim of \$1331.42 for past costs for the Galesburg Site (the "Illinois EPA Allowed Recourse Claim").

7. Distributions to Illinois EPA on account of the Illinois EPA Allowed Recourse Claim shall be treated in accordance with the Bankruptcy Code, shall occur at the same time as the Trustee's distribution(s) on account of other allowed general unsecured claims in the OMC bankruptcy case made, and shall be made in the form of a check or checks made payable to the "Illinois Environmental Protection Agency" designated for deposit in the "Hazardous Waste Fund." The name and number of this case shall be included on all checks. The check(s) shall be delivered to:

Illinois EPA
Fiscal Services Section, Accounts Receivable Unit
P.O. Box 19276
1021 North Grand Avenue East
Springfield, Illinois 62794-9276.

with copies provided to the Illinois Attorney General at the addresses set forth in Paragraph 18 below.

8. U.S. EPA's and Illinois EPA's Allowed Recourse Claims under Paragraphs 4 and 6 shall receive the same treatment without discrimination as other allowed general unsecured claims with all attendant rights provided by the Bankruptcy Code. In no event, shall U.S. EPA's and Illinois EPA's Allowed Recourse Claims be subordinated to any other allowed general unsecured claims.

9. The Trustee shall cooperate in the release to U.S. EPA of any remaining funds under the Waukegan Harbor Trust Agreement.

10. This Consent Decree fully resolves all monetary and non-monetary claims and causes of action at law or in equity, including injunctive relief, of U.S. EPA, Illinois EPA, and the Illinois Department of Natural Resources against the Trustee and the OMC Estate under the Proofs of Claim and the Adversary Proceeding effective upon the approval of this Consent Decree by both the Bankruptcy Court and District Court and the Trustee making the payment required by Paragraph 1 hereof. U.S. EPA, Illinois EPA, and the Illinois Department of Natural Resources waive and release their Proofs of Claims as satisfied by the terms of this Consent Decree.

11. The United States on behalf of U.S. EPA and the State of Illinois on behalf of Illinois EPA and the Illinois Department of Natural Resources further agree that they shall not assert in the Bankruptcy Case any other claims and causes of action that they may have against the Trustee or OMC Estate arising prior to the date of their execution of this Consent Decree, including but not limited to any claims or causes of action relating to the Waukegan Facility, Waukegan Harbor Site, Waukegan Coke Plant Site, or Plant 2.

12. The Trustee and the OMC Estate waive and release any claim against the United States or the State of Illinois for reimbursement or contribution under any provision of law from the United States or the State of Illinois, including all of their agencies and departments, relating to the Waukegan Facility, Waukegan Harbor Site, Waukegan Coke Plant Site, Plant 2, the HOD Landfill Site, the Marina Cliffs/Northwestern Barrel Site, the Aqua-Tech Environmental, Inc. Site, the Galesburg Site, and the Yeoman Creek Site. Nothing in this Consent Decree shall be deemed to constitute preauthorization of a claim within the meaning of Section 111 of CERCLA, 42 U.S.C. § 9611, 40 C.F.R. § 300.700(d).

13. Nothing in this Agreement is intended as a release from liability for any person or entity other than the Trustee and the OMC Estate, the United States, and the State of Illinois. The United States, State of Illinois, Trustee and OMC Estate expressly reserve all claims, demands and causes of action either judicial or administrative, past, present or future, in law or equity, which they may have against all other persons, firms, corporations, entities, or predecessors, shareholders, officers, directors, or employees of OMC for any matter arising at or relating in any manner to the Sites, the Adversary Proceeding, the Proofs of Claim, or claims or causes of action addressed herein.

14. With regard to all existing or future third-party claims against the Trustee or the OMC Estate with respect to the Waukegan Harbor Site, Waukegan Coke Plant Site, Plant 2, the HOD Landfill Site, the Marina Cliffs/Northwestern Barrel Site, and the Aqua-Tech Environmental, Inc. Site (but not with respect to the Galesburg Site and the Yeoman Creek Site), including claims for contribution, the parties hereto agree that the Trustee and the OMC Estate are entitled to such protection from actions or claims as is provided by Section 113(f)(2) of CERCLA, 42 U.S.C. § 9613(f)(2).

15. Nothing in this Consent Decree shall modify the terms of Paragraphs 6b, 6c, 8, and 9 of the First Settlement Agreement, which shall remain in full force and effect.

16. This Consent Decree shall be subject to the approval of both the Bankruptcy Court and the District Court. The Trustee shall promptly file a motion for Bankruptcy Court approval of the Trustee's entry into the Consent Decree pursuant to Bankruptcy Rule 9019. This Consent Decree shall also be lodged with the Bankruptcy Court for a period not less than thirty days for public notice and comment. After the conclusion of the public comment period, the United States will file with the Bankruptcy Court any comments received, as well as the United

States' responses to the comments, and at that time, if appropriate, the Bankruptcy Court will be requested by motion of the United States and State of Illinois to approve the Consent Decree's provisions subject to the District Court's approval of the Consent Decree's provisions relating to the Adversary Proceeding. The United States reserves the right to withdraw or withhold its consent if the comments regarding the Consent Decree disclose facts or considerations which indicate that the Consent Decree is not in the public interest. After approval of the Consent Decree by the Bankruptcy Court, the United States and State of Illinois will file a motion in District Court to amend their Complaint in the Adversary Proceeding to add a cause of action by U.S. EPA for injunctive relief relating to the Groundwater Plume under CERCLA, as well as seeking the approval of the Consent Decree by the District Court.

17. If for any reason (i) the Consent Decree is withdrawn by the United States as provided in Paragraph 16 or (ii) the Consent Decree is not approved by either the Bankruptcy Court or the District Court: (a) this Consent Decree shall be null and void and the parties shall not be bound hereunder or under any documents executed in connection herewith; (b) the parties shall have no liability to one another arising out of or in connection with this Consent Decree or under any documents executed in connection herewith; (c) this Consent Decree and any documents prepared in connection herewith shall have no residual or probative effect or value, and it shall be as if they had never been executed; and (d) this Consent Decree, any statements made in connection with settlement discussions, and any documents prepared in connection herewith may not be used as evidence in any litigation between the parties. This Consent Decree is without prejudice to, and nothing in this Consent Decree shall be construed to waive, any of the parties' legal contentions in the Adversary Proceeding, including, without limitation, U.S.

EPA's or Illinois EPA's contention that the injunctive relief sought in the Adversary Proceeding is not a monetary claim or the Trustee's contrary contentions thereto.

18. Whenever, under the terms of this Consent Decree, written notice is required to be given, or a report or other document is required to be sent by one party to another, it shall be directed to the individuals at the addresses specified below via U.S. mail, unless those individuals or their successors give notice of a change of address to the other parties in writing. All notices and submissions shall be considered effective upon receipt, unless otherwise provided.

For the U.S. Environmental Protection Agency:

Kevin Adler
Remedial Project Manager
Superfund Division (SR-6J)
U.S. EPA Region 5
77 West Jackson Blvd.
Chicago, IL 60604

Thomas J. Martin
Associate Regional Counsel (C-14J)
U.S. Environmental Protection Agency
Region 5
77 W. Jackson Blvd.
Chicago, IL 60604

For the Department of Justice:

Alan S. Tenenbaum
Francis J. Biros
Environmental Enforcement Section
Department of Justice
P.O. Box 7611
Ben Franklin Station
Washington, DC 20044

For the Illinois EPA:

Erin Rednour
Division of Remediation Management, Bureau of Land

Illinois EPA
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794

Division of Legal Counsel
Illinois EPA
9511 West Harrison Street
Des Plaines, Illinois 60016-1563

For the Illinois Attorney General:

Elizabeth Wallace
Senior Assistant Attorney General
188 W. Randolph Street, 20th Flr.
Chicago, IL 60601

For the Trustee or the OMC Estate:

Alex D. Moglia
Alex D. Moglia & Associates, Inc.
1325 Remington Road, Suite H
Schaumburg, IL 60173

Steven B. Towbin
Peter J. Roberts
Shaw Gussis Fishman Glantz
Wolfson & Towbin LLC
321 North Clark Street
Suite 800
Chicago, IL 60610

Michael J. Quinn
Seyfarth Shaw LLP
55 East Monroe Street
Suite 4200
Chicago, IL 60603

19. The Bankruptcy Court shall retain jurisdiction over this matter for the purposes of interpreting, implementing and enforcing the terms and conditions of this Consent Decree.

Date: _____

11/24/04

FOR THE TRUSTEE

By: _____

ALEX D. MOGLIA not personally but as
chapter 7 trustee for Outboard Marine
Corporation and its Related Debtor Entities

FOR THE UNITED STATES

Date: _____

By: _____

THOMAS L. SANSONETTI Assistant
Attorney General Environment and Natural
Resources Division Department of Justice

Date: _____

By: _____

ALAN S. TENENBAUM
FRANCIS J. BIROS
Environment and Natural Resources Division
Department of Justice

FOR THE UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY

Date: _____

By: _____

BHARAT MATHUR
Acting Regional Administrator
U.S. EPA, Region 5
77 West Jackson Blvd.
Chicago, IL 60604-3590

Date: _____

By: _____

THOMAS J. MARTIN
Associate Regional Counsel
U.S. EPA, Region 5
77 West Jackson Blvd.
Chicago, IL 60604-3590

FOR THE TRUSTEE

Date: _____

By: _____
ALEX D. MOGLIA not personally but as
chapter 7 trustee for Outboard Marine
Corporation and its Related Debtor Entities

FOR THE UNITED STATES

Date: 12.21.04

By: Tom Sansonetti
THOMAS L. SANSONETTI Assistant
Attorney General Environment and Natural
Resources Division Department of Justice

Date: 1/6/05

By: Alan S. Tenenbaum
ALAN S. TENENBAUM
FRANCIS J. BIROS
Environment and Natural Resources Division
Department of Justice

FOR THE UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY

Date: _____

By: _____
BHARAT MATHUR
Acting Regional Administrator
U.S. EPA, Region 5
77 West Jackson Blvd.
Chicago, IL 60604-3590

Date: _____

By: _____
THOMAS J. MARTIN
Associate Regional Counsel
U.S. EPA, Region 5
77 West Jackson Blvd.
Chicago, IL 60604-3590

FOR THE STATE OF ILLINOIS

PEOPLE OF THE STATE OF ILLINOIS
ex rel. LISA MADIGAN

19. The Bankruptcy Court shall retain jurisdiction over this matter for the purposes of interpreting, implementing and enforcing the terms and conditions of this Consent Decree.

FOR THE TRUSTEE

Date: 11/23/04

By: 

ALEX D. MOGLIA not personally but as
chapter 7 trustee for Outboard Marine
Corporation and its Related Debtor Entities

FOR THE UNITED STATES

Date: _____

By: _____

THOMAS L. SANSONETTI Assistant
Attorney General Environment and Natural
Resources Division Department of Justice

Date: _____

By: _____

ALAN S. TENENBAUM
FRANCIS J. BIROS
Environment and Natural Resources Division
Department of Justice

FOR THE UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY

Date: 12-23-04

By: 

BHARAT MATHUR
Acting Regional Administrator
U.S. EPA, Region 5
77 West Jackson Blvd.
Chicago, IL 60604-3590

Date: 12-06-04

By: 

THOMAS J. MARTIN
Associate Regional Counsel
U.S. EPA, Region 5
77 West Jackson Blvd.
Chicago, IL 60604-3590

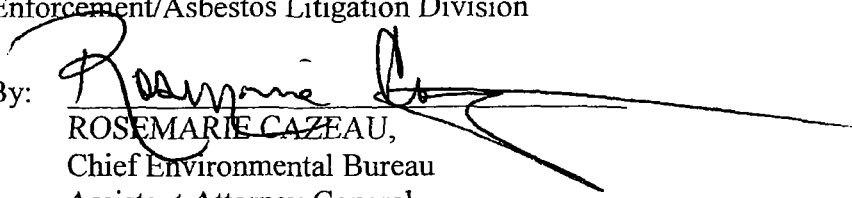
FOR THE STATE OF ILLINOIS

PEOPLE OF THE STATE OF ILLINOIS
ex rel. LISA MADIGAN
Attorney General of the State of Illinois

MATTHEW J. DUNN, Chief Environmental
Enforcement/Asbestos Litigation Division

Date: 12/1/04

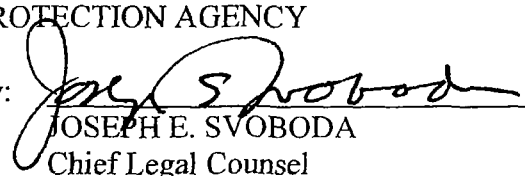
By:


ROSEMARIE CAZEAU,
Chief Environmental Bureau
Assistant Attorney General

FOR THE ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY

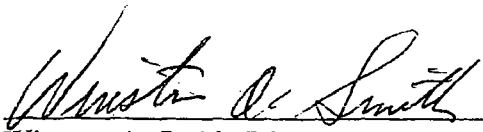
Date: 11/23/04

By:


JOSEPH E. SVOBODA
Chief Legal Counsel

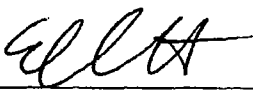
Date: _____

By: _____


Winston A. Smith, Director
Waste Management Division
U.S. EPA Region 4
61 Forsyth Street, S.W.
Atlanta, Georgia 30303

Date: _____

By: _____


ELISA A. ROBERTS
Associate Regional Counsel
U.S. EPA Region 4
61 Forsyth Street, S.W.
Atlanta, Georgia 30303

FOR THE STATE OF ILLINOIS

PEOPLE OF THE STATE OF ILLINOIS
ex rel. LISA MADIGAN
Attorney General of the State of Illinois

MATTHEW J. DUNN, Chief Environmental
Enforcement/Asbestos Litigation Division

Date: _____

By: _____

ROSEMARIE CAZEAU,
Chief Environmental Bureau
Assistant Attorney General

FOR THE ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY

Date: _____

By: _____

JOSEPH E. SVOBODA
Chief Legal Counsel